



First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018-4214  
Tel 847 318-7575  
Fax 847 318-7588

VIA UPS 2<sup>nd</sup> DAY AIR

November 19, 2002

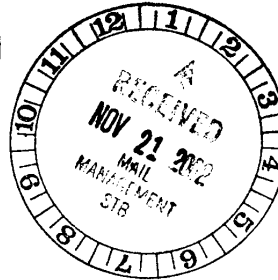
RECORDATION NO. 24221-A FILED

NOV 22 '02

9-22AM

Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**SURFACE TRANSPORTATION BOARD**



**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated November 13, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number \_\_\_\_\_.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Alliance Grain Company  
1306 West 8<sup>th</sup> Street  
Gibson City, IL 60936

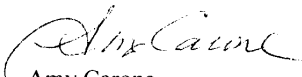
A description of the railroad equipment covered by the enclosed document is three (3) 5150 cubic foot capacity covered hopper cars, with car numbers FURX 840559, FURX 843639 and FURX 845211.

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

  
Amy Carone  
Manager of Documentation

Enclosures

(ALGR005)

ASSGN. NO.: ALGR005

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the <sup>13th</sup> day of November, 200~~0~~<sup>2</sup>, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Alliance Grain Company ("Lessee"), an Illinois corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of November 3, 2000, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 5 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 18, 2002, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

ATTEST:

By: K. A. Dombrowski  
Name: K. A. DOMBROWSKI  
Title: DIRECTOR OF DOCUMENTATION

Executed on this 13th day of November, 2002

[CORPORATE SEAL]

STATE OF ILLINOIS  
COUNTY OF COOK

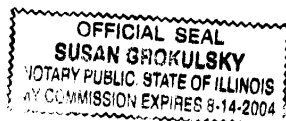
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 13th day of November, 2002

Susan Grokulsky  
Notary Public

Commission Expires:

8-14-2004  
(Notary Public)



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SURFACE TRANSPORTATION BOARD

LESSEE:

ALLIANCE GRAIN COMPANY

ATTEST:

By: [Signature]  
Name: BARBARA J. HASTINGS  
Title: CONTROLLER

By: [Signature]  
Name: STEVEN KELLY  
Title: GENERAL MANAGER

Executed on this 28 day of October, 2002.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF FORD

I, Barbara J. Hastings, a Notary Public of the County and State aforesaid, certify that Steven Kelly personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 28 day of October, 2002.

Commission Expires:

9-18-04  
(Notary Public)

[Signature]  
Notary Public



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

INUMBER OF CARS: Three (3) cars

DESCRIPTION OF CARS: 5150 cubic foot capacity covered hopper cars with trough hatches and gravity discharge gates.

CAR NUMBERS: FURX 840559  
FURX 843639  
FURX 845211